

BYLAWS
OF THE
HEARTLAND HEALTH RESEARCH ALLIANCE, LTD.

SECTION 1 DIRECTORS

1.1 Powers. The board of directors (the “board”) shall exercise, delegate, or otherwise authorize the exercise of all corporate powers, and shall direct the management of the corporation’s affairs, subject to any limitation set forth in the articles of incorporation. The board shall retain authority over the exercise of corporate powers that the board holds, delegates, or authorizes under this section.

1.2 Qualifications. All directors must be individuals 18 years of age or older. Directors need not be residents or citizens of the State of Wisconsin or of the United States of America. The board may establish written policies that include additional criteria for qualifications of directors and composition of the board.

1.3 Number. The board shall consist of a minimum of five and a maximum of ten persons. The number of directors may be fixed or changed periodically within this range by the board. Certain individuals who are not directors, including the Executive Director and the Chair of the Science Advisory Committee, may attend board meetings in a non-voting capacity.

1.4 Tenure of Office. Directors shall serve for terms of up to three years, as specified by the board by resolution. Directors may serve for a maximum of six consecutive years. Despite the expiration of a director’s term, the director shall continue to serve on the board until the director’s successor is elected and seated.

1.5 Election. The board shall elect directors at the annual meeting. The term of a director shall begin as of the date specified in the resolution to elect the director.

1.6 Resignation. A director may resign at any time by delivering written notice to the chair or the secretary. A resignation is effective when such written notice is received, unless a different date is specified.

1.7 Removal. A director may be removed, at any time, with or without cause, by a majority of the directors during the annual or regularly scheduled meeting, or during a meeting called for the purpose of addressing the director’s future role on the board.

1.8 Vacancies. A vacancy or vacancies on the board shall exist if the actual number of directors is less than the maximum number provided in Section 1.3 of these bylaws. A vacancy in the board may be filled by the board at any meeting. The term of a director elected during the year to fill a vacancy shall begin as of the date specified in the resolution to elect the director. Each director so elected shall hold office for an initial term specified in the resolution to elect the

director, in order to stagger board terms in the interest of continuity of board governance. If the board accepts the resignation of a director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective.

1.9 Executive Committee. The board shall have an executive committee. The executive committee shall be composed of, at a minimum, the chair, the treasurer, and secretary. The board or the chair may also appoint at large directors to serve on the executive committee. Only directors may be voting members of the executive committee. The chair, or in his/her absence, the secretary, shall preside at executive committee meetings. Between meetings of the board, the executive committee shall have and exercise all the authority of the board in the management of affairs of the corporation, except as limited by Section 1.10.

1.10 Board Committees. In addition to the executive committee, the board may create a standing or *ad hoc* committee which exercises the authority of the board. The establishment of such a committee shall require a board resolution setting forth the purpose, goals, activities, time period, and the committee's role in proposing or approving budgets, assuring fiscal accountability, and fundraising. A committee's charter and scope of work may be approved by the board for up to five years, and may be continued thereafter for up to five more years upon review and approval of the board. The appointment of directors to a committee, or the designation of the method that will be used in selecting and approving board committee members, must be part of the board resolution calling for establishment of the committee. Each board committee must include at least three or more directors, who serve at the pleasure of the board. Except as may be contemplated by resolution of the board, the provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board shall apply to committees and their members as well. The board may delegate the authority of the board to a board committee; provided, however, no committee may:

(a) Authorize the payment to a person from the income or assets of the corporation, other than a payment of reasonable value for property received or services performed in accord with workplans and budgets previously approved by the board;

(b) Approve dissolution, merger, or the sale, pledge, or transfer of the corporation's assets, without prior approval by the board;

(c) Elect, appoint, or remove directors or fill vacancies on the board or on any board committees;

(d) Adopt, amend, or repeal the articles of incorporation or bylaws; or

(e) Appoint or remove officers.

1.2 Advisory Committees. The board may create one or more advisory committees. The board may appoint individuals to serve on an advisory committee or specify a method for selecting members. Members of these committees need not be members of the board, but at least one director shall serve on each such committee. Advisory committees shall have no power to act

on behalf of, or to exercise the authority of, the board or a board committee, but may make recommendations to the board, or to a board committee.

1.3 Compensation. Directors shall not be compensated for service in their capacity as directors or officers. A director may receive reimbursement of actual and reasonable expenses incurred in carrying out their duties as a director.

1.4 Director Conflict of Interest. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest, as defined in Section 181.0831 of the Wisconsin Statutes. The board shall adopt a policy that (a) requires directors, officers, and key employees to disclose any interest that constitutes, or could result in a conflict of interest, and (b) sets out procedures for reviewing and resolving such matters in accordance with law.

SECTION 2 OFFICERS

2.1 Designation. The officers of the corporation shall be a chair, a vice chair, a secretary, a treasurer, an executive director, and any such other officers as the board shall appoint. The board shall elect the chair, vice chair, secretary and treasurer from among the directors, and shall secure the services of an executive director. The same individual may not serve simultaneously in two or more of the following roles: chair, vice-chair, secretary, or treasurer.

2.2 Election; Term of Office. The chair, vice chair, treasurer and secretary shall be elected by the board at the annual meeting, or during any regularly scheduled meeting of the corporation, for a term of not less than one year and up to three years. The executive director, shall serve in such office for as long as they are employed by the corporation in such office.

2.3 Removal. Any officer may be removed, either with or without cause, at any time by majority action of the board.

2.4 Resignation. An officer may resign at any time by delivering notice to the board, the chair, or the secretary. A resignation is effective when the notice is effective under Section 181.0141 of the Wisconsin Statutes, unless the notice specifies a later effective date. If a resignation specifies a later effective date and the corporation accepts the later effective date, the board may fill the pending vacancy before the effective date, if the board provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the board.

2.5 Chair. The chair shall preside at meetings of the board, shall serve as the chair of the executive committee, shall ensure that the board is advised on all significant matters of the corporation's business, and shall be responsible for overseeing the plans and directives of the board. The chair also shall have such other powers and perform such other duties as may be prescribed by the board.

2.6 Vice Chair. The vice chair shall preside at meetings of the board at which the chair is absent, and in the absence of the chair shall have the powers and authority of the chair in

performing the duties of the chair. The vice chair also shall have such other powers and duties as may be prescribed by the board.

2.7 Secretary. The secretary shall prepare and circulate agendas and relevant materials in advance of board meetings in consultation with the executive director and board members, and shall prepare minutes of meetings of the board and authenticate records of the corporation. The secretary shall keep or cause to be kept, at the principal office of the corporation the minutes of all board meetings. Such records shall also be kept at such other places and in such other ways as prescribed by the board. The secretary also shall have such other powers and perform such other duties as may be prescribed by the board. The board may appoint, or authorize the appointment of an assistant to the secretary, who may help perform such duties as prescribed by the secretary or the board. The assistant, if any, need not be a member of the board and may be compensated.

2.8 Treasurer. The treasurer shall lead the board's oversight of the corporation's budgeting and planning process, financial performance, and financial condition. With appropriate support from employees of the corporation, including the Chief Financial Officer, the treasurer shall review and conduct periodic audits of revenue against budgeted expenditures, prepare expenditure reports, and oversee tax compliance. The treasurer shall have such other powers and duties as may be prescribed by the board. The board may appoint or authorize the appointment of an assistant to the treasurer who may perform such duties as are prescribed by the treasurer or the board. The assistant, if any, need not be a member of the board and may be compensated.

2.9 Executive Director. The executive director shall serve at the pleasure of the board and shall, subject to the oversight of the board, have general supervision of: (a) the corporation's activities, direction, and fiscal health, and (b) overseeing and undertaking the day-to-day business of the corporation, its officers and employees via the exercise of executive powers and duties of management usually vested in the office of chief executive officer of a corporation. The executive director shall not, by virtue of their employment as executive director, be a member of the board, although they shall participate in all board meetings, unless excused by the chair.

SECTION 3 MEETINGS

3.1 Meetings. There shall be three types of board meetings: (a) an annual meeting, (b) regularly scheduled meetings not to exceed five per annum, and (c) special meetings. An annual meeting of the board shall be held during the fourth quarter of the year, at a time and place designated by the board. The schedule for the following year's regular meetings shall be announced at the annual meeting, and the details regarding each such meeting, including the time, place, agenda and supporting documents, shall be circulated at least three days prior to the meeting. All other meetings are special meetings, and must be announced via circulation of an agenda at least five days prior to the meeting. The board may hold annual, regular, or special meetings in or out of the State of Wisconsin.

3.2 Participation. The board may permit any or all of the directors to participate in an annual, regular, or special meeting by, or conduct the meeting through, the use of any means of communication by which each director participating in the meeting can communicate with all of

the other directors simultaneously. A director participating in a board meeting in accordance with this section is, for the purposes of transacting official business, present in person at the meeting.

3.3 Call and Notice of Meetings. The annual meeting must be preceded by at least ten days' notice when delivered orally or electronically. Notice of regular meetings may be made by providing each director with the adopted schedule of regular meetings for the ensuing year during the annual meeting, and without further notice of the date, time, place, or purpose of the meeting. Special meetings of the board must be preceded by at least 24-hours' notice, and such notice must be delivered orally or electronically. All meeting notices must give the date, time, and place of or venue for the meeting, and circulate a meeting agenda and relevant materials in need of review prior to the meeting. The chair, the secretary, or one-third of the directors then in office may call and give notice of a special meeting of the board.

3.4 Quorum. A quorum of the board shall consist of a majority of the number of directors in office immediately before the meeting begins. A director is considered present regardless of whether the director votes or abstains from voting.

3.5 Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the action is taken is the act of the board, except to the extent that the articles of incorporation, these bylaws, or applicable law require the vote of a greater number of directors. Each director has one vote and may not vote by proxy.

3.6 Presumption of Assent. A director who is present at a meeting of the board when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before the meeting's adjournment, or to the corporation immediately after the meeting adjourns. The right of dissent or abstention is not available to a director who votes in favor of the action taken.

3.7 Action Without Meeting. Any action required or permitted to be taken at a board meeting may be taken without a meeting if the action is taken unanimously by all directors. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date. For purposes of this section, an affirmative email sent by a director in response to a written consent is deemed to be a writing by the director. A unanimous written consent under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

SECTION 4 NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise, upon the basis of gender, gender identity, race, creed, marital status, sexual orientation, religion, color, age, national origin, veteran status, or disability.

SECTION 5 GENERAL PROVISIONS

5.1 Amendment or Restatement of Bylaws. The board may amend or restate these bylaws at any time by majority vote. The date of approval of any amendment to the bylaws or a restatement of the bylaws shall be noted in the corporate records.

5.2 Inspection of Books and Records. All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

5.3 Checks, Drafts, Etc. All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of, or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board.

5.4 Deposits. All funds of the corporation not otherwise employed shall be deposited to the credit of the corporation in those banks, trust companies, or other depositories as the board or its officers select, or such funds may be invested as authorized by the board.

5.5 Loans or Guarantees. The corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the board. This authority may be general or confined to specific instances. Except as explicitly permitted by Section 181.0832 of the Wisconsin Statutes, the corporation shall not make a loan, guarantee an obligation or modify a pre-existing loan or guarantee to, or for the benefit of a director or officer of the corporation.

5.6 Execution of Documents. The board may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

5.7 Insurance. The corporation may purchase and maintain insurance on behalf of an individual against liability asserted against or incurred by the individual who is or was a director, officer, employee, or agent of the corporation, or who, while a director, officer, employee, or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise; provided, however, that the corporation may not purchase or maintain such insurance to indemnify any director, officer, or agent of the corporation in connection with any proceeding charging improper personal benefit to

the director, officer, or agent in which the director, officer, or agent was adjudged liable on the basis that personal benefit was improperly received by the director, officer, or agent.

5.8 Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

5.9 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

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The foregoing bylaws were duly adopted by the board of Heartland Health Research Alliance, Ltd. on August 13, 2020.